

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

YELLOW CORPORATION, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 23-11069 (CTG)  
)  
) (Jointly Administered)  
)  
)  
) **Re: Docket Nos. 16, 302**

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**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER (I) AUTHORIZING  
THE DEBTORS TO (A) OBTAIN POSTPETITION  
FINANCING, (B) USE CASH COLLATERAL, AND (C) GRANT  
LIENS AND SUPERPRIORITY ADMINISTRATIVE EXPENSE  
CLAIMS, (II) GRANTING ADEQUATE PROTECTION TO CERTAIN  
PREPETITION SECURED PARTIES, (III) MODIFYING THE AUTOMATIC STAY,  
AND (IV) GRANTING RELATED RELIEF**

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The undersigned hereby certifies that:

1. On August 7, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Modifying the Automatic Stay, (IV) Authorizing the Debtors to Use UST Cash Collateral, (V) Granting Adequate Protection, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 16] (the “Motion”).

2. On August 18, 2023, the Court entered the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Liens and*

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

*Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 302] (the “Interim DIP Order”).

3. The deadline to respond to the final relief in the Motion was on September 11, 2023 at 4:00 p.m. Eastern Time (the “Objection Deadline”).

4. The Debtors received filed responses from Maricopa County Treasurer [Docket No. 350], East West Bank [Docket No. 442], World Fuel Services, Inc. [Docket No. 497], and Wintrust Commercial Finance [Docket No. 527] (the “Responding Parties”).

5. The Debtors circulated a revised proposal form of order to the Responding Parties and the following parties: the Office of the United States Trustee, counsel to the Official Committee of Unsecured Creditors, the Junior DIP Lender, the B-2 Lenders, the ABL Agent, the United States Department of the Treasury, and the UST Tranche A Agent and UST Tranche B Agent (collectively, with the Responding Parties, the “Reviewing Parties”).

6. Attached hereto as Exhibit A is a proposed form of Final DIP Order (the “Proposed Final DIP Order”) that has been circulated to the Reviewing Parties, which do not object to entry of the Proposed Final DIP Order. Attached hereto as Exhibit B is a redline of the Proposed Final DIP Order showing changes against the Interim DIP Order.

7. The Debtors respectfully request entry of the Proposed Final DIP Order at the Court’s earliest convenience.

Dated: September 15, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

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